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September 19, 2011

## VIA ELECTRONIC FILING

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Room 1034  
Washington, DC 20423-0001

ENTERED  
Office of Proceedings  
SEP 19 2011  
Part of  
Public Record

Re: **Finance Docket No. 35537**  
**Genesee & Wyoming Inc. -- Control Exemption --**  
**Arizona Eastern Railway Company**

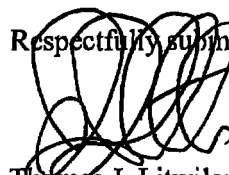
Dear Ms. Brown:

By notice of exemption served in the above-captioned proceeding and published in the *Federal Register* on August 18, 2011, Genesee & Wyoming Inc. ("GWI") was authorized to acquire control of Arizona Eastern Railway Company ("AZER"), a Class III rail carrier in Arizona and New Mexico, effective September 1, 2011.

GWI hereby provides notice that it consummated the proposed transaction and acquired control of AZER through the purchase of all of AZER's stock on September 1, 2011.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,



Thomas J. Litwiler  
Attorney for Genesee & Wyoming Inc.

TJL:tl